

## **Exhibit B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref No. ~~—~~5380

In re:

FTX DIGITAL MARKETS LTD.,<sup>2</sup>

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 22-11217 (JTD)

Ref No. ~~—~~137

**ORDER AUTHORIZING AND APPROVING THE DEBTORS’  
AND FTX DM’S ENTRY INTO, AND  
PERFORMANCE OF THEIR OBLIGATIONS UNDER, (I) THE GLOBAL  
SETTLEMENT AGREEMENT AND (II) THE LOAN AGREEMENT**

<sup>1</sup> The last four digits of FTX Trading Ltd.’s tax identification number are 3288. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

<sup>2</sup> FTX Digital Markets Ltd. (in Official Liquidation) was incorporated in the Commonwealth of The Bahamas as an International Business Company, registered number 207269B.

Upon the motion (the “Debtors’ Motion”) of FTX Trading Ltd. (“FTX Trading”) and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing and approving the Debtors’ entry into, and performance of their obligations under, (a) the Global Settlement Agreement, which is attached to this Order as Exhibit A, and (b) the Loan Agreement, which is attached to this Order as Exhibit B and the motion (together with the Debtors’ Motion, the “Motions”) of the Joint Official Liquidators of FTX Digital Markets Ltd. (in Official Liquidation), for entry of an order (a) approving the settlement and (b) granting related relief;<sup>3</sup> and this Court having jurisdiction to consider the Motions pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases, the above-captioned Chapter 15 case and the Motions in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motions and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motions having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Motions and upon the record of the Motions and supporting documents; and this Court having found and determined that the relief set forth in this Order is in the best interests of the Debtors, FTX DM, and their respective estates, creditors and other parties in interest; and that the Settlement is fair and reasonable; and that the legal and factual bases set

<sup>3</sup> Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motions.

forth in the Motions and any accompanying declarations establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motions are GRANTED as set forth herein.
2. The Debtors' and FTX DM's entry into the Global Settlement Agreement is authorized and approved. The terms of the Global Settlement Agreement are approved in their entirety. The Debtors and FTX DM are authorized to act and perform in accordance with the terms of the Global Settlement Agreement. Nothing in this Order is approving any provision of any chapter 11 plan. The rights of all parties to object to confirmation on any and all grounds are fully reserved.
3. FTX Trading's and FTX DM's entry into the Loan Agreement is authorized and approved. The terms of the Loan Agreement are approved in their entirety. FTX Trading and FTX DM are authorized to act and perform in accordance with the terms of the Loan Agreement.
4. The Global Settlement Agreement and the Loan Agreement and any related agreements, documents or instruments may be modified, supplemented or waived by the parties thereto in accordance with the terms thereof, in each case without further order of the Court.
5. The failure to specifically include or reference any particular term or provision of the Global Settlement Agreement or the Loan Agreement in this Order shall not diminish or impair the effectiveness of such term or provision.

6. The Debtors and the Foreign Representatives are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

7. The requirements set forth in Bankruptcy Rule 6004(a) are waived.

8. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

9. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motions or the implementation of this Order.

Dated: \_\_\_\_\_  
Wilmington, Delaware

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The Honorable John T. Dorsey  
United States Bankruptcy Judge